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RECORDATION NO. **8642-K**
FILED 1466

DEC 10 1990 -4 40 PM

INTERSTATE COMMERCE COMMISSION

December 10, 1990

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed an original and two counterparts or copies of the document described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the United States Code. It relates to the railroad rolling stock identified below.

This document is a Release and Bill of Sale, a secondary document, dated December 7, 1990 from The First National Bank of Chicago to Chicago and North Western Transportation Company.

The primary document to which this Release and Bill of Sale is connected is the Construction and Conditional Sale Agreement recorded under Recordation No. 8642. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 8642.

The names and addresses of the parties to the document are as follows:

Assignee:

The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

Counterparts - Shirley Corbett

REGISTRATION NO. **8642-K** FILED 1985
DEC 10 1990 -4 ¹² PM
INTERSTATE COMMERCE COMMISSION

Counterpart No. 4 of 4

A-9985
A251

RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONSTRUCTION AND CONDITIONAL SALE AGREEMENT dated as of December 15, 1976, as amended and supplemented (hereinafter called the "Conditional Sale Agreement") between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and deliver to the Railroad and Railroad agreed to purchase the railroad equipment described on the Schedules attached to the Conditional Sale Agreement, (hereinafter referred to as "Equipment"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of December 15, 1976, as amended and supplemented, (hereinafter called the "Agreement and Assignment") between Seller and THE FIRST NATIONAL BANK OF CHICAGO (hereinafter referred to as "Bank"), Seller sold, assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement to said Equipment to Bank; and

WHEREAS, Bank has received from Railroad full payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Equipment have been satisfied in full;

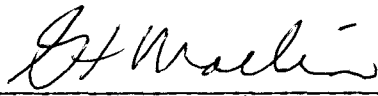
NOW, THEREFORE, Bank, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the above mentioned Conditional Sale Agreement and Agreement and Assignment.

Bank does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Bank or arising out of any act, obligation or liability on its party. The Bank hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Bank.

- 2 -

IN WITNESS WHEREOF, The First National Bank of Chicago has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by one of its Banking Officers, this 7th day of Dec. A.D. 1990.

THE FIRST NATIONAL BANK OF CHICAGO

By 
Vice President

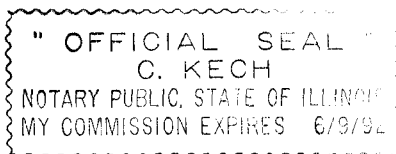
ATTEST:



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 7th day of Dec., 1990, before me personally appeared Gerald F. Mackin and Susan DeFranco to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of The First National Bank of Chicago, a corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

C. Keck
Notary Public



My Commission Expires

6/9/92

(NOTARY SEAL)